

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----  
**In re** :  
:  
**SEARS HOLDINGS CORPORATION, et al.,** : **Chapter 11**  
:  
:  
**Debtors.<sup>1</sup>** : **Case No. 18-23538 (RDD)**  
:  
:  
-----  
x

**AFFIDAVIT OF SERVICE**

I, Jesse A. Offenhartz, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On March 22, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the De Minimis Asset Sale Notice Parties Service List attached hereto as Exhibit A:

- Notice of De Minimis Asset Sale for Sears Auto Center # 7505 (Henrico County, VA) [Docket No. 2946]

On March 22, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on Tonya Kent, P.O. BOX 640563, Kenner, LA 70064:

- A Proof of Claim Form, a copy which is attached as Exhibit B

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innoval Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Dated: March 26, 2019

State of New York  
County of New York



Jesse A. Offenhartz

Subscribed and sworn to (or affirmed) before me on March 26, 2019, by Jesse A. Offenhartz,  
proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

PAUL PULLO  
Notary Public, State of New York  
No. 01PU6231078  
Qualified in Nassau County  
Commission Expires Nov. 15, 2022

**Exhibit A**

Exhibit A  
De Minimis Asset Sale Notice Parties Service List  
Served as set forth below

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL	EMAIL	METHOD OF SERVICE
Proposed Counsel to Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Akin Gump Strauss Hauer & Feld LLP	Attn: Ira S. Dizengoff, Philip C. Dublin, Abid Qureshi, Sara L. Brauner						idizengoff@kingump.com; pdublin@kingump.com; aquireshi@kingump.com; sbrauner@kingump.com	Email
Counsel to Wells Fargo Bank, National Association	Choate, Hall & Stewart LLP	Attn: Kevin J. Simard, Jonathan D. Marshall						ksimard@choate.com; jmarshall@choate.com	Email
Proposed Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al.	Herrick, Feinstein LLP	Attn: Sean E. O'Donnell, Stephen B. Selbst, Steven B. Smith, Michelle M. Sekowski						sodonnell@herrick.com; sselbst@herrick.com; ssmith@herrick.com; msekowski@herrick.com	Email
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey						richard.morrissey@usdoj.gov; paul.schwartzberg@usdoj.gov	Email
Purchaser	Regency Opportunity Zone Fund A, LLC	Attn: Mark Slusher	11100 West Broad Street		Glen Allen	VA	23060	mark.slusher@thalmimer.com	Email and Overnight Mail
Purchaser	Regency Opportunity Zone Fund A, LLC	Attn: Tonia E. Peake, Esq.		14241 Midlothian Tnpk Ste 216	Midlothian	VA	23113	tpeake@peakelawgroup.com	Email and Overnight Mail
Counsel to Wilmington Trust, National Association, as indenture trustee and collateral agent	Seyfarth Shaw LLP	Attn: Edward M. Fox						emfox@seyfarth.com	Email
Counsel to Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent	Skadden, Arps, Slate, Meagher & Flom LLP	Attn: Paul Leake, Esq., Shana Elberg, Esq., and George R. Howard, Esq.						Paul.Leake@skadden.com; Shana.Elberg@skadden.com; George.Howard@skadden.com	Email

**Exhibit B**

**Fill in this information to identify the case (Select only one Debtor per claim form):**

Sears Holdings Corporation (18-23538)	Kmart Corporation (18-23549)	Sears, Roebuck de Puerto Rico, Inc. (18-23561)	MyGofer LLC (18-23573)	Kmart.com LLC (18-23585)
Sears, Roebuck and Co. (18-23537)	MaxServ, Inc. (18-23550)	SYW Relay LLC (18-23562)	Sears Brands Business Unit Corporation (18-23574)	Sears Brands Management Corporation (18-23586)
Kmart Holding Corporation (18-23539)	Private Brands, Ltd. (18-23551)	Wally Labs LLC (18-23563)	Sears Holdings Publishing Company, LLC (18-23575)	SHC Licensed Business LLC (18-23616)
Kmart Operations LLC (18-23540)	Sears Development Co. (18-23552)	Big Beaver of Florida Development, LLC (18-23564)	Kmart of Michigan, Inc. (18-23576)	SHC Promotions LLC (18-23630)
Sears Operations LLC (18-23541)	Sears Holdings Management Corporation (18-23553)	California Builder Appliances, Inc. (18-23565)	SHC Desert Springs, LLC (18-23577)	SRe Holding Corporation (19-22301)
ServiceLive, Inc. (18-23542)	Sears Home & Business Franchises, Inc. (18-23554)	Florida Builder Appliances, Inc. (18-23566)	SOE, Inc. (18-23578)	
A&E Factory Service, LLC (18-23543)	Sears Home Improvement Products, Inc. (18-23555)	KBL Holding Inc. (18-23567)	StarWest, LLC (18-23579)	
A&E Home Delivery, LLC (18-23544)	Sears Insurance Services, L.L.C. (18-23556)	KLC, Inc. (18-23568)	STI Merchandising, Inc. (18-23580)	
A&E Lawn & Garden, LLC (18-23545)	Sears Procurement Services, Inc. (18-23557)	Sears Protection Company (Florida), L.L.C. (18-23569)	Troy Coolidge No. 13, LLC (18-23581)	
A&E Signature Service, LLC (18-23546)	Sears Protection Company (18-23558)	Kmart of Washington LLC (18-23570)	BlueLight.com, Inc. (18-23582)	
FBA Holdings Inc. (18-23547)	Sears Protection Company (PR) Inc. (18-23559)	Kmart Stores of Illinois LLC (18-23571)	Sears Brands, L.L.C. (18-23583)	
Innovel Solutions, Inc. (18-23548)	Sears Roebuck Acceptance Corp. (18-23560)	Kmart Stores of Texas LLC (18-23572)	Sears Buying Services, Inc. (18-23584)	

## Proof of Claim

04/16

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment. A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

**1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor

**2. Has this claim been acquired from someone else?**

No

Yes. From whom? \_\_\_\_\_

**3. Where should notices and payments to the creditor be sent?**

**Where should notices to the creditor be sent?**

**Where should payments to the creditor be sent? (if different)**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Contact phone \_\_\_\_\_

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

Contact email \_\_\_\_\_

**4. Does this claim amend one already filed?**

No

Yes. Claim number on court claims registry (if known) \_\_\_\_\_

Filed on MM / DD / YYYY

**5. Do you know if anyone else has filed a proof of claim for this claim?**

No

Yes. Who made the earlier filing? \_\_\_\_\_

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim? \$_____	. Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.
9. Is all or part of the claim secured?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. The claim is secured by a lien on property.  <b>Nature of property:</b> <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____
	 <b>Basis for perfection:</b> _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
	 <b>Value of property:</b> \$_____
	 <b>Amount of the claim that is secured:</b> \$_____
	 <b>Amount of the claim that is unsecured:</b> \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
	 <b>Amount necessary to cure any default as of the date of the petition:</b> \$_____
	 <b>Annual Interest Rate (when case was filed)</b> _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$_____
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Identify the property: _____

<b>12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?</b>	<input type="checkbox"/> No	<b>Amount entitled to priority</b>
<input type="checkbox"/> Yes. Check one:		
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____		
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____		
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____		
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____		
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____		
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies. \$ _____		

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

<b>13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?</b>	<input type="checkbox"/> No
<input type="checkbox"/> Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____	

Part 3: Sign Below

**The person completing this proof of claim must sign and date it.  
FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  
18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_ (mm/dd/yyyy)

Signature

**Print the name of the person who is completing and signing this claim:**

**Name of the person who is completing and signing this claim:**

Name \_\_\_\_\_ First name \_\_\_\_\_ Middle name \_\_\_\_\_ Last name \_\_\_\_\_

Title \_\_\_\_\_

Company \_\_\_\_\_

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_ Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

## Modified Form 410

# Instructions for Proof of Claim

United States Bankruptcy Court

12/15

**These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.**

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.  
18 U.S.C. §§ 152, 157 and 3571.

### How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

### Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://restructuring.primeclerk.com/sears>.

### Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.  
11 U.S.C. § 503.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.  
11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Claim Pursuant to 11 U.S.C. §503(b)(9):** A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

### **Please send completed Proof(s) of Claim by one of the following methods:**

If by first class mail:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
Grand Central Station, PO Box 4708  
New York, NY 10163-4708

If by hand delivery, or overnight courier:

Sears Holdings Corporation Claims Processing Center  
c/o Prime Clerk LLC  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

Proof(s) of claim may also be filed electronically at <https://restructuring.primeclerk.com/sears/EPOC-Index>, but may not be delivered by facsimile, telecopy, or electronic mail transmission.

**Do not file these instructions with your form**